

1 ROBERT T. HASLAM (S.B. #71134)  
rhaslam@cov.com  
2 EMILY JOHNSON HENN (S.B. #269482)  
ehenn@cov.com  
3 COVINGTON & BURLING LLP  
333 Twin Dolphin Dr., Suite 700  
4 Redwood Shores, CA 94065  
Telephone: (650) 632-4700  
5 Facsimile: (650) 632-4800

6  
7 Attorneys for Defendant  
PIXAR

8 UNITED STATES DISTRICT COURT  
9 NORTHERN DISTRICT OF CALIFORNIA

10  
11 SIDDHARTH HARIHARAN, individually  
12 and on behalf of all others similarly  
situated,

13 Plaintiff,

14 v.

15 ADOBE SYSTEMS INC., APPLE INC.,  
16 GOOGLE INC., INTEL CORP., INTUIT  
INC., LUCASFILM LTD., PIXAR, AND  
DOES 1-200,

17 Defendants.  
18  
19

Case No.

**11 2509**  
DECLARATION OF  
JAMES M. KENNEDY IN SUPPORT OF  
NOTICE OF REMOVAL OF ACTION  
FROM STATE COURT PURSUANT TO  
28 U.S.C. §§ 1331, 1332 & 1441

20 I, James M. Kennedy, hereby declare:

21 1. I am employed as Senior Vice President, Legal Affairs and Business Strategy, at Pixar  
22 Animation Studios ("Pixar"). I have held this position since September 21, 2009. I provide this  
23 declaration in support of Defendants' Joint Notice of Removal of Action from State Court  
24 Pursuant to Federal Question Jurisdiction under 28 U.S.C. §§ 1331, 1332, & 1441. Unless  
25 otherwise indicated below, the statements in this declaration are based upon my personal  
26 knowledge or corporate records maintained by Pixar in the ordinary course of business.

27 2. I understand that Plaintiff purports to represent a class of individuals described in  
28 Paragraph 29 of the Complaint in this action as follows:

KENNEDY DECL. ISO NOTICE OF  
REMOVAL OF ACTION

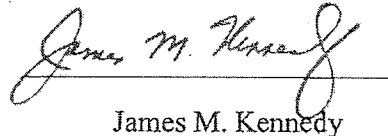
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FILED  
2011 MAY 23 P 3:42  
RICHARD W. JENNINGS  
CLERK, U.S. DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
E-filing

JC

1 All natural persons employed by Defendants in the United States  
2 on a salaried basis during the period from January 1, 2005 through  
3 January 1, 2010. Excluded from the class are retail employees;  
4 corporate officers, members of the boards of directors, and senior  
executives of Defendants who entered into the illicit agreements  
alleged herein; and any and all judges and justices, and chambers'  
staff, assigned to hear or adjudicate any aspect of this litigation.

5 3. As of May 23, 2011, Pixar has approximately 435 exempt, non-retail employees who  
6 reside in the United States. As of that same date, Pixar has approximately 418 exempt, non-retail  
7 employees who reside in California. Based on my experience, I believe that the percentage of  
8 salaried, non-retail United States employees who reside in California for the entire class period is  
9 not materially different than the percentage that the above numbers represent. However, due to  
10 the shortness of time, I have not yet been able to make this determination for the entire purported  
11 class period.

12  
13 I declare under penalty of perjury under the laws of the United States of America that the  
14 foregoing is true and correct. Executed this 23rd day of May, 2011 at Emeryville, California.

15  
16   
17 James M. Kennedy